

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1551.
FILED, JUNE 1st. 1967.

Chieftain Development Co. Ltd.

Full corporate name of Company

Incorporated Under the Companies Act, Province of Alberta

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous
Filing Statement No. 1496.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Proposed offer for the purchase of assets of Auto-Marine Acceptance Corporation Limited and assuming its liabilities by the issue of 287,204 common shares - see full details in Schedule "A" attached hereto. See Schedule "A" on page 2.
2. Head office address and any other office address.	10975 - 124 Street, Edmonton, Alberta.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	See Schedule "B" on page 3.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - \$5,000,000. Divided into 10,000,000 shares of a par value of 50¢ each. Issued - 2,163,000 shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	The company has executed a promise to pay dated Feb. 1, 1966 by the terms of which the sum of \$696,000 is payable in six equal semi-annual instalments commencing July 15, 1966. The promise to pay bears no interest unless default is made in payment. As of this date, the balance due is \$464,000.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Proposed drilling of wells on properties at Bistcho (T120, R3, W6M); Craigend-Lac La Biche (T64 & 65, R12, W4M); Goodwin Lake (T73, R12, W4M); and James Creek (T125, R18, W5M). Completion of seismic programs at Rainbow, James Creek and Cherry Point. Purchase of "Crown" acreage at future sales. The above programs are subject to change depending upon new exploration data. The total cost will be approximately \$600,000, and due mainly to farmout agreements, approximately \$150,000 to \$200,000 will be expended by Chieftain.
10. Brief statement of company's chief development work during past year.	Acquisition of additional petroleum and natural gas rights. Extensive seismic programs in the Rainbow, Bistcho Lake, East Rainbow, James Creek, Fort Vermilion and Stolberg areas. Participation in Rainbow "P" Keg River oil pool discovery. Participation in two wells in the Zama North-Bistcho South areas which are presently "suspended". One well drilled and abandoned at James Creek; two gas discoveries at Craigend-Lac La Biche and two drilled and abandoned; and one well drilled and abandoned in South Rainbow. Estimated total cost of above seismic programs is approximately \$375,000, but because of farmout agreements, Chieftain's cost is estimated at \$75,000. Chieftain's cost in the Rainbow well estimated at \$50,000. Total estimated cost Zama North-Bistcho wells \$500,000 but because of farmout agreements Chieftain has no cost. James Creek well - estimated cost \$100,000 - no cost to Chieftain. Chieftain's estimated cost at Craigend-Lac La Biche \$41,000 and at Rainbow South \$52,000. See Schedule "C" for the Company's interest in oil and gas properties. See Schedule "C" on page 4.

SCHEDULE "A"

The Toronto Stock Exchange - Filing Statement

Item 1.

The Company proposes to issue 287,204 common shares of the capital stock of the Company for all of the undertakings, property and assets of Auto-Marine Acceptance Corporation Limited and with the assumption by the Company of the debts and liabilities of Auto-Marine.

The terms and conditions of the offer are as follows:

- (1) Chieftain shall incorporate a company to be known as Auto-Marine Acceptance Corporation (1967) Ltd. to which company the benefits of the offer shall be assignable by Chieftain.
- (2) The consideration for the purchase price shall be 287,204 common shares of the capital stock of Chieftain which shall be paid over and delivered to Auto-Marine at the time of closing on the following basis:
 - (a) 245,174 shares for immediate distribution to the shareholders of Auto-Marine;
 - (b) 42,030 shares to the trustees for distribution by the trustees eighteen months after the closing.
- (3) The effective date for the sale and purchase shall be the 31st day of May, 1967.
- (4) The closing date shall be June 12, 1967, in the City of Edmonton.

Auto-Marine Acceptance Corporation Limited was incorporated under the laws of the province of Alberta as a public company on April 27, 1960, with an authorized capital of 2,500,000 shares (par value \$2.00). Three public issues of shares were approved by the Alberta Securities Commission and offered to the general public at \$2.00, \$3.25, and \$3.90, respectively. As of this date the Company has issued 1,177,537 shares for a cash consideration of \$2,355,074. Since certain of the shares were sold above par value, a contributed surplus of \$201,406 results.

The Company operated in the acceptance field mainly in the financing of automobiles with established dealers handling General Motors, Ford, Chrysler, and American Motors products. The Company also financed the purchase of school buses and engaged to a lesser degree in other types of financing. This financing reached its peak in 1964.

The Company's financing was, in turn, provided by the Canadian Imperial Bank of Commerce and with the Company's own working capital. With the gradual advent of tight money and the general difficulties experienced by other finance companies, the Company proceeded to curtail its operations and reduce its banking obligations (which are at this date approximately \$100,000). Chieftain Development Company Ltd. proposes to phase out certain of the present operations of Auto-Marine in order to invest more in concordance with Chieftain's present development plans.

The above agreement is a strictly arms-length transaction.

SCHEDULE "B"

The Toronto Stock Exchange - Filing Statement

Item 3.

- Stanley A. Milner - President and director from date of incorporation of Company, President and director of Blue Crown Petroleum Ltd. since July 30, 1964. Previously President and director of Canadian Chieftain Petroleum Ltd. and Tidal Petroleum Corporation Ltd.
- Gerald W. Youell - Vice President drilling and exploration since October 15, 1964, and holds a similar position in Blue Crown Petroleum Ltd. Formerly drilling and exploration manager with Canadian Chieftain Petroleum Ltd. and Tidal Petroleum Corporation Ltd.
- Robert S. Matheson - Secretary-Treasurer and director since date of incorporation. Director of Blue Crown Petroleum Ltd. since July 30, 1964. Senior partner in the law firm of Matheson, Matheson, Dickins, Ingram & Richards. Previously a partner in the law firm of Becker, Weeks, Matheson, Peterson, Clark & McLennan. Director of Canadian Chieftain Petroleum Ltd. and Tidal Petroleum Corporation Ltd. until 1964.
- William N. Grace - Assistant Secretary-Treasurer since November 23, 1964. Secretary-Treasurer of Blue Crown Petroleum Ltd. since October 9, 1964 and a director since July 30, 1964. Previously Secretary-Treasurer and director of Canadian Chieftain Petroleum Ltd. and Secretary-Treasurer of Tidal Petroleum Ltd.
- John T. MacGuire - Director. He is a rancher and through his major investments, acts as a director of a number of corporations. He has served as a director of Delhi-Taylor Oil Corporation and is presently a director of Delhi-Australian Petroleum Ltd., Aztec Oil & Gas Ltd., Southern Union Gas Company, Shelmont State Bank of El Paso, Texas, and Arkansas Western Gas Co.
- C. Harold Hobbs - Assistant Secretary-Treasurer since March 9, 1965 and director since October 15, 1964. Formerly Vice President of Delhi-Taylor Oil Corporation.
- William D. Grace - Controller since March 23, 1966, and holds a similar position in Blue Crown Petroleum Ltd. Previously Assistant Secretary-Treasurer of Black Sivalls & Bryson, Ltd. and senior accountant of Peat Marwick Mitchell & Co.
- Norman A. Lawrence - Director. He is a consulting engineer, and is President of Associated Engineering Services Ltd. He is a past director of Canadian Chieftain Petroleum Ltd. and Tidal Petroleum Corporation Ltd.

SCHEDULE "C"

The Toronto Stock Exchange - Filing Statement

Item 10.

**CHIEFTAIN DEVELOPMENT CO. LTD.
OIL AND GAS PROPERTIES AS OF APRIL 15, 1967**

	<u>GROSS ACRES</u>	<u>INTEREST HELD</u>
James Creek	39,680	25%
Beatty Lake	437 404	25% 16.66%
West Bistcho Lake	320 320 320	25% 16.66% 33.33%
Bistcho Lake	17,920 320	50% 25%
Zama North	320 320	12.50% 16.66%
Rainbow Lake	320 320	6.25% 6.25%
South Rainbow	19,520 640	25% 25%
East Rainbow	8,320	25%
Fort Vermilion	15,040	50%
East Worsley	10,080 19,840	50% 50%
Worsley	30,400 640 480 640 1,280 1,280 480	50% 50% 50% 50% 50% 50% 50%
Cherry Point	19,200 14,080	50% 25%
Whitelaw	19,680	30%
Cardinal Lake	19,654 30,373 19,459	50% 50% 50%
Belloy	8,320 19,840	50% 50%
Gordondale	14,720	50%
Smoky River	19,840	50%
Salt Creek	640	50%
Mitsue	640 320	50% 50%
Mountain Park	19,840	50%
Lovett	15,360	50%
Nordegg	38,720 19,840	50% 50%
Brown Creek	29,440 19,840 11,520	50% 50% 50%
Stolberg	19,680	37.50%
Clearwater	60,000	50%
Goodwin Lake	99,200	50%
Christina River	20,000	50%
MacKay River	8,960	50%
Pelican	38,400	50%
Lac La Biche	39,680 92,800 19,840	50% 50% 50%
Craigend	16,960 23,040	50% 50%
Holden	17,120	50%
Duhamel	3,020	04%

FINANCIAL STATEMENTS

CHIEFTAIN DEVELOPMENT CO. LTD. AND SUBSIDIARY COMPANIES

CONSOLIDATED BALANCE SHEET - FEBRUARY 28, 1967

ASSETS

CURRENT ASSETS:

Bank deposit receipts	\$	100,000
Accounts receivable		608,624
Note receivable		150,000
Marketable securities, at cost (Market Value \$810.)		810
Inventory of supplies, at lower of cost or net realizable value		39,982
Prepaid expenses		24,167

923,583

RESERVATION AND DRILLING DEPOSITS

108,094

INVESTMENT IN AND ADVANCES TO BLUE CROWN PETROLEUMS LTD., at cost:

Investment in shares (quoted market value - \$9,570,775)	\$	315,536
Advances		151,770
		467,306

OTHER INVESTMENTS, at cost (no quoted market value)

142,709

CAPITAL ASSETS, at cost (Note 1):

Petroleum and natural gas properties including exploration and development thereon, and production equipment	1,286,283
Land, building and other equipment	1,573,342
	2,859,625

Less - Accumulated depreciation and amortization

717,214 2,142,411

DEFERRED PREPRODUCTION COSTS

66,567

\$3,850,670

CHIEFTAIN DEVELOPMENT CO. LTD. AND SUBSIDIARY COMPANIES

CONSOLIDATED BALANCE SHEET - FEBRUARY 28, 1967

LIABILITIES

CURRENT LIABILITIES

Bank overdraft	\$	31,426
Accounts payable and accrued		267,372
Share purchase agreement, amount due within one year		232,000

530,798

SHARE PURCHASE AGREEMENT, on purchase of shares of subsidiary company, secured

\$ 464,000

Less - Amount due within one year

232,000 232,000

SHAREHOLDER'S EQUITY:

Share capital -	
Authorized - 10,000,000 shares with a par value of 50 cents each	
Issued - 2,163,000 shares	1,081,500
Contributed surplus	1,338,233

2,419,733

Earned surplus, per accompanying statement

668,139 3,087,872

Approved on behalf of the Board:

Director

Director

\$3,850,670

CHIEFTAIN DEVELOPMENT CO. LTD. AND SUBSIDIARY COMPANIES

NOTES TO FINANCIAL STATEMENTS
February 28, 1967

1. ACCOUNTING POLICIES:

(a) Accounting Practice

The companies follow the full cost method of accounting wherein all costs relative to the exploration for and the development of oil and gas reserves, whether productive or non-productive, are capitalized and amortized using the unit of production method based on estimated recoverable quantities of oil and gas. Depreciation of plant and equipment is provided at rates which are designed to amortize cost over the estimated useful life of these assets.

(b) Basis of Consolidation

The consolidated financial statements include the accounts of the company and all its wholly-owned subsidiaries.

The excess of the consideration paid for the shares of subsidiary companies acquired during the year and in 1964 over the net book value of the related assets at date of acquisition is included in land, building and other equipment in the consolidated balance sheet.

2. INCOME TAXES:

Under Canadian income tax law, exploration and development expenditures including property acquisition costs may be deducted from income or, if such expenditures exceed the income for the year, the excess may be carried forward to subsequent years. Mainly as a result of these provisions, no income taxes are payable for the year.

Approved on behalf of the Board:

Director

Director

CHIEFTAIN DEVELOPMENT CO. LTD. AND SUBSIDIARY COMPANIES

CONSOLIDATED STATEMENT OF INCOME AND EARNED SURPLUS
For the two months ended February 28, 1967

REVENUE:

Income from operations	\$ 621,585
Interest	3,253
Administrative and other	6,538
	<hr/>
	631,376

EXPENSES:

Direct costs	\$ 391,872	
Depreciation and amortization	25,159	
General and administrative	<u>62,660</u>	479,691
		<hr/>
Net income for the period		151,685

OTHER CHARGES:

Incorporation costs written off	<hr/>	6,813
		<hr/>
Net income and other charges		144,872
Earned surplus, January 1, 1967		523,267
		<hr/>
Earned surplus, February 28, 1967		<u>\$ 668,139</u>

CHIEFTAIN DEVELOPMENT CO. LTD. AND SUBSIDIARY COMPANIES

CONSOLIDATED STATEMENT OF SOURCE AND USE OF FUNDS
For the two months ended February 28, 1967

FUNDS WERE OBTAINED FROM:

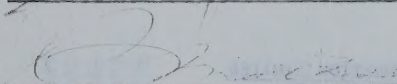
Net income	\$ 151,685
Add - Net charges not requiring funds, including depreciation and amortization	25,113
Cash generated from operations	176,798
Other	1,049
	<u>\$ 177,847</u>

FUNDS WERE USED FOR:

Share purchase agreement, increase in amount due within one year	116,000
Expenditures for petroleum and natural gas properties, exploration and development	36,081
Purchase of equipment	23,091
Advances to associated company	28,567
	<u>203,739</u>
Decrease in working capital	25,892
	<u>\$ 177,847</u>

Approved on behalf of the Board:

 Director

 Director

AUTO-MARINE ACCEPTANCE CORPORATION LIMITEDBALANCE SHEET AS AT MARCH 31, 1967.

A S S E T S

Cash \$ 92,330

Accounts Receivable:

Retail Contracts	\$2,728,319
Wholesale Contracts & Charges	510,180
Claims & Other Accounts	96,846
Mortgages & Debentures	27,456

\$3,362,801

Less Allowance for Doubtful

Accounts	207,457	\$3,155,344
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Prepaid Expenses & Deposits

8,582

Fixed Assets:

Land, Building, Office Equipment, Automobiles and Leasehold Improvements	\$ 347,219
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Less Accumulated Depreciation

52,833	\$ 294,386
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\$3,550,642

AUTO-MARINE ACCEPTANCE CORPORATION LIMITED

BALANCE SHEET AS AT MARCH 31, 1967.

L I A B I L I T I E S

Bank Loan	\$ 480,000
Accounts Payable	114,700
Dealer Credit Balances	115,041
Income Taxes Payable	<u>6,524</u>
	\$ 716,265
Finance charges not yet earned	121,110
7% mortgage on land and buildings	161,525
<u>Capital Stock</u>	
Authorized:	
2,500,000 shares of \$2 each, par value	
Issued and fully paid:	
1,177,537 shares	2,355,074
Contributed surplus	201,406
Deficit	<u>(4,738)</u>
	<u>\$3,550,642</u>

AUTO-MARINE ACCEPTANCE CORPORATION LIMITED

STATEMENT OF INCOME AND EXPENDITURE
FOR PERIOD ENDING MARCH 31, 1967.

Income:

Finance charges and interest earned after provision for repossessions and collection losses	\$214,329
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Cost of Borrowings:

Interest on bank borrowings	<u>40,739</u>
Income after cost of borrowings:	\$173,590

Expenditures:

Salaries and employee benefits	50,264
Insurance on receivables	7,689
Territory and other travel	13,807
Legal, audit and consulting fees	5,349
General and administrative	48,116
Depreciation and amortization	<u>10,504</u>
	\$135,729
Income before taxes	37,861
Provision for income taxes	<u>8,780</u>
Net income for period	29,081
Retained earnings (deficit) at beginning of year	<u>(33,820)</u>
Deficit at March 31, 1967	<u>\$ (4,739)</u>

PRO FORMA CONSOLIDATED BALANCE SHEET

(After giving effect to the purchase of all the assets and assumption of the liabilities of Auto-Marine Acceptance Corporation Limited as at May 31, 1967)

PREPARED FROM THE BOOKS WITHOUT AUDIT

June 14, 1967

TO THE SHAREHOLDERS OF CHIEFTAIN DEVELOPMENT CO. LTD.

You have been informed of Chieftain's acquisition of the assets of Auto-Marine Acceptance Corporation Limited. This transaction was "closed" June 12, 1967 and is therefore complete in all respects. Chieftain has incorporated a new company, Auto-Marine Acceptance Corporation (1967) Ltd. which will be operated as a wholly-owned investment subsidiary. We propose to phase out certain of the operations of Auto-Marine in order to invest in prospects more in concordance with Chieftain's development plans. The transaction also resulted in your Company acquiring a modern office building where our present offices are located. This acquisition will result in the continued growth of your Company and is one of several completed since the Company became active in late 1964, all of which have been of considerable benefit to shareholders. In order to give you some indication of the effect, we have prepared the following pro forma consolidated balance sheet as at December 31, 1966.

TRANSACTIONS TO WHICH EFFECT HAS BEEN GIVEN IN THE PRO
FORMA CONSOLIDATED BALANCE SHEET:

1. The issue of 287,204 shares of the capital stock of Chieftain Development Co. Ltd. at a price of \$8.00 per share.
2. The acquisition of all the assets of Auto-Marine Acceptance Corporation Limited being cash, finance receivables, land, building and other equipment and miscellaneous accounts receivable and prepaid expenses.
3. The assumption of the liabilities of Auto-Marine Acceptance Corporation Limited being mortgage on land and building, bank borrowings, dealers' balances and other miscellaneous current liabilities.

CHIEFTAIN DEVELOPMENT CO. LTD. AND SUBSIDIARY COMPANIES

NOTES TO FINANCIAL STATEMENTS
December 31, 1966

1. Accounting Policies:

(a) Accounting Practice

The companies follow the full cost method of accounting wherein all costs relative to the exploration for and the development of oil and gas reserves, whether productive or non-productive, are capitalized and amortized using the unit of production method based on estimated recoverable quantities of oil and gas. Depreciation of plant and equipment is provided at rates which are designed to amortize cost over the estimated useful life of these assets.

(b) Basis of Consolidation

The consolidated financial statements include the accounts of the company and all its wholly-owned subsidiaries.

The excess of the consideration paid for the shares of subsidiary companies acquired during the year and in 1964 over the net book value of the related assets at date of acquisition is included in land, building and other equipment in the consolidated balance sheet.

2. Share Capital:

During the year, 100,000 shares of capital stock were issued for cash, being 50,000 shares at \$3.00 each and 50,000 shares at \$8.00 each, for a total consideration of \$550,000 of which \$50,000 was credited to share capital account and the balance to contributed surplus.

3. Income Taxes:

Under Canadian income tax law, exploration and development expenditures including property acquisition costs may be deducted from income or, if such expenditures exceed the income for the year, the excess may be carried forward to subsequent years. Mainly as a result of these provisions, no income taxes are payable for the year.

11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	See Schedule "A" on page 2.																																
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	None. (Note: No Auto-Marine shareholder held 5% or greater of the issued and outstanding shares.)																																
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None - See Schedule "A" - 42,030 shares held by Montreal Trust Company as trustees for the shareholders of Auto-Marine Acceptance Corporation Limited until December 12, 1968 when the said shares are to be disbursed pro-rata to the shareholders of Auto-Marine. See Schedule "A" on page 2.																																
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	None.																																
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Stanley A. Milner, Edmonton, Alberta - 424,058 shares John T. MacGuire, El Paso, Texas - 153,000 shares C. Harold Hobbs, Sausalito, Calif. - 106,000 shares William F. Cole, Beverly Hills, Calif. - 87,000 shares Jorge Barroso, New York, N.Y. - 86,670 shares To the best of our knowledge, the above persons are the beneficial holders of the shares shown. Messrs. Milner, MacGuire and Hobbs are directors and/or officers of the company.																																
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Messrs. Milner, MacGuire and Hobbs, all being directors of the Company, own collectively and beneficially in excess of 30% of the issued and outstanding common shares of the Company, and together are able upon receipt of sufficient proxies from shareholders to materially effect control of the Company.																																
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><thead><tr><th>Security</th><th>Shares</th><th>Cost</th><th>Market</th></tr></thead><tbody><tr><td>(1) Blue Crown Petroleum Ltd.</td><td>- 2,014,900</td><td>\$ 315,535.54</td><td>\$9,570,775.00</td></tr><tr><td>(2) Canadian Diamond Steel Industries Ltd.</td><td>- 966,654</td><td>161,526.43</td><td>Not quoted</td></tr><tr><td>(3) Tri-City Drilling Ltd.</td><td>- 409,800</td><td>1,371,222.00</td><td>Not quoted</td></tr><tr><td>(4) Trans Central Pipelines Ltd.</td><td>- 3</td><td>360.08</td><td>Not quoted</td></tr><tr><td>(5) The Lloydminster Gas Company Limited</td><td></td><td></td><td></td></tr><tr><td> Common</td><td>- 88,813</td><td></td><td></td></tr><tr><td> Preference</td><td>- 41,604</td><td>131,669.35</td><td>Not quoted</td></tr></tbody></table> <p>Note: (1) On consolidation the figures reflected include holdings by subsidiary company. (2) (3) & (4) On consolidation these holdings are eliminated. (5) Since last filing statement we acquired 55 common shares for \$41.25.</p>	Security	Shares	Cost	Market	(1) Blue Crown Petroleum Ltd.	- 2,014,900	\$ 315,535.54	\$9,570,775.00	(2) Canadian Diamond Steel Industries Ltd.	- 966,654	161,526.43	Not quoted	(3) Tri-City Drilling Ltd.	- 409,800	1,371,222.00	Not quoted	(4) Trans Central Pipelines Ltd.	- 3	360.08	Not quoted	(5) The Lloydminster Gas Company Limited				Common	- 88,813			Preference	- 41,604	131,669.35	Not quoted
Security	Shares	Cost	Market																														
(1) Blue Crown Petroleum Ltd.	- 2,014,900	\$ 315,535.54	\$9,570,775.00																														
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(4) Trans Central Pipelines Ltd.	- 3	360.08	Not quoted																														
(5) The Lloydminster Gas Company Limited																																	
Common	- 88,813																																
Preference	- 41,604	131,669.35	Not quoted																														
18. Brief statement of any lawsuits pending or in process against company or its properties.	None																																
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	By concurrent agreements dated November 9, 1965 between Yates & Associates and the Company, the Company acquired a substantial interest and voting control of the Lloydminster Gas Company Limited. Further provisions give the Company the right to acquire 50% of any shares acquired by Yates & Associates, and the option on Yates' shares upon his death and provides for a voting trust with respect to all shares owned by each of the parties.																																
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The shares of the Company are not at present in primary distribution. The Company will operate the new company as a wholly-owned investment subsidiary and proposes to phase out certain of the present operations of Auto-Marine in order to invest in prospects more in conformance with the Company's development plans. At a special general meeting, the shareholders of Auto-Marine approved the agreement.																																

CERTIFICATE OF THE COMPANY DATED May 26, 1967

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"S.A. Milner"

CORPORATE
SEAL

"R.S. Matheson"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

